

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF TEXAS  
SHERMAN DIVISION**

<b>In re:</b>  TWL KNOWLEDGE GROUP, INC., et al.,  Debtors.	  Case No. 08-42774-BTR-11 (Jointly Administered) Chapter 11
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**PROOF OF CLAIM ON BEHALF OF FORMER  
EMPLOYEES OF DEBTORS FOR WARN ACT WAGES AND BENEFITS PURSUANT  
TO 11 U.S.C. § 503(b)(1)(A)(ii) and 11 U.S.C. § 507(a)(4),(5)**

This Class Proof of Claim is filed against the Debtors, pursuant to Rules 23(a), (b)(1)(B) and 23(b)(3) of the Federal Rules of Civil Procedure, Bankruptcy Rule 7023 and 29 U.S.C. § 2104(a)(5), by Frank Teta (the “Class Representative Claimant”), on behalf of himself and the other similarly situated former employees of the Debtors (the “Class Claimants”), each of whom was an employee of the Debtors, who worked at Debtors’ facility located at 4101 International Parkway, Carrollton, Texas (the “Carrollton Facility”), and other facilities covered by the Act (the “facilities”), until their employment was terminated without cause on their part in violation of the Worker Adjustment and Retraining Notification Act, 29 U.S.C. §§ 2101 et seq. (the “WARN Act”) on or about September 9, 2008 or thereafter, or as a reasonably expected consequence of the mass layoffs or plant closings at Defendants’ facilities that occurred on or about September 9, 2008 (the “Class Claimants”). The Representative Claimant estimates there are approximately 130 Class Claimants.

The Representative Claimant and the other Class Claimants constitute a class within the meaning of Fed. R. Civ. P. 23(a), (b)(1)(B) and 23 (b)(3) and Bankruptcy Rule 7023.

The identity of each of the other Class Claimants and the dates of their terminations of

employment by the Debtors is shown in the books and records of the Debtors.

The amount of the claim asserted on behalf of the Representative Claimant and each of the other Class Claimants is an amount equal to wages, salary, commissions and bonuses, accrued holiday pay and accrued vacation for sixty (60) calendar days following their respective terminations and failed to make life insurance, 401(k) contributions and provide them with health insurance coverage and other employee benefits under ERISA for 60 days following the terminations of the Representative Claimants and each of the other Class Claimants.

The amount of the WARN claim for Representative Claimant Frank Teta for 60 days wages is approximately \$24,650.00, not including benefits.

The exact amount of the wages and benefits claim of each of the Class Claimants is unknown to the Representative Claimant but is reflected in the Debtors' books and records, from which the exact amount of each such claim hereunder and the total claim hereunder can be calculated by the Debtors. The Representative Claimant estimates that the total amount of the Class Claimants' claim is approximately Two Million Five Hundred Thousand (\$2,500,000) Dollars, which is entitled to administrative expense treatment under 11 U.S.C. § 503, and/or priority status under 11 U.S.C. § 507(a)(4), (5).

The Representative Claimant also seeks on his own behalf and on behalf of the other Class Claimants an allowed administrative priority claim under 11 U.S.C. § 503 for the reasonable attorneys' fees and the costs and disbursements incurred in prosecuting this action, as authorized by the WARN Act, 29 U.S.C. § 2104(a)(6).

Dated: February 18, 2009

By: /s/ René S. Roupinian  
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